

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X -----
In re: : Chapter 11
RESIDENTIAL CAPITAL, LLC, et al., : Case No. 12-12020 (MG)
Debtors. : Jointly Administered
----- X -----

**STIPULATION AND ORDER ADOPTING UNIFORM PROTECTIVE ORDER FOR
EXAMINER DISCOVERY FOR PURPOSES OF DISCOVERY
OF CERBERUS CAPITAL MANAGEMENT, L.P. BY PAULSON & CO., INC.**

Non-Debtor Cerberus Capital Management, L.P. and its non-debtor affiliates (“Cerberus”) and Paulson & Co., Inc. (“Paulson”) hereby stipulate to and adopt by reference the terms and conditions of the Order [Docket 1223] and Uniform Protective Order for Examiner Discovery [Docket No. 1223-1] such that these terms and conditions shall govern the disclosure and use by Paulson of Cerberus-produced discovery material obtained by Paulson through the Examiner’s Document Depository (including all documents Bates-stamped with the prefix “CCM” or “CERB”, the “Cerberus-Produced Depository Materials”).

For the avoidance of doubt, Paulson stipulates and agrees that its legal or financial Advisor may receive Cerberus-Produced Depository Materials designated Professional Eyes Only if such legal or financial Advisor is not (a) currently assisting Paulson or any party in any filed mortgage related litigation against the Debtors, Ally Financial Inc., Cerberus or their affiliates (other than in the above-captioned proceeding), and (b) is not itself a party in any filed mortgage-backed securities litigation against the Debtors, Ally Financial Inc., Cerberus or their affiliates; provided, however, that the legal or financial Advisor will not share the Cerberus-Produced Depository Materials designated Professionals’ Eyes Only information with the Paulson or Paulson's legal or financial advisors who are currently assisting Paulson or any party

in any filed mortgage-backed securities litigation against the Debtors, Ally Financial Inc., Cerberus or their affiliates (other than in the above-captioned proceeding).

Paulson further stipulates that Cerberus-Produced Depository Materials can only be used in connection with the above-captioned proceeding and not for any other purpose, including but not limited to subsequent litigation against Cerberus. Paulson further stipulates that Cerberus-Produced Depository Materials that do not relate to Debtors' RMBS Settlement/9019 Motion shall be treated as outside counsels' eyes only notwithstanding any provision of the Protective Order to the contrary.

Respectfully submitted,

Dated: February 22, 2013

BROWN RUDNICK LLP

By: /s/ May Orenstein

May Orenstein
Brown Rudnick LLP
Seven Times Square
New York, New York 10036
Tel: (212) 209-4800
Fax: (212) 209-4801

Attorneys for Paulson & Co., Inc.

Dated: February 22, 2013

SCHULTE ROTH & ZABEL LLP

By: /s/ Howard O. Godnick

Howard O. Godnick
Marguerite E. Gardiner
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
Tel: (212) 756-2000
Fax: (212) 593-5955

Attorneys for Cerberus Capital Management, L.P.

SO ORDERED

Dated: March 1, 2013
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge